

**IN THE SPECIFICATION:**

Please replace the last paragraph on page 14 beginning at line 28 of the specification with the following:

Referring again to Figs. 2-4, the applicator pad generally designated 28 is shown to include a main body portion 70, and a cylindrical wall 72 defining a center opening 74 which may but need not extend entirely through the pad 28. The shape of the body 70 is generally flat on one surface and somewhat convex on the other surface such that, when the pad is viewed in cross-section, its axially outer, paint-applying or working [face] surface 76 has a generally outwardly dished or bowed contour.

Please replace the second paragraph on page 15 beginning at line 15 of the specification with the following:

Referring now in particular to Fig. 4, one optional but sometimes preferred form of pad is illustrated, namely, a pad that includes a plurality of wells or cylindrical bores 92 through which paint can enter and be retained in the foam pad. The wells 92 terminate at inner end faces 94 which are spaced well apart from the working [face] surface 76. In use, it has been discovered that, by reason of using thixotropic paints which will resist dripping, capacity of the pad can be increased by providing a number of these wells or bores in the foam pad. In one embodiment, about 640 such wells or passages, each of 0.090 inches in diameter provided excellent paint retention and application rates. The surface of the paint pad can also be flocked, if this is desired for any reason.

Please replace the last paragraph of page 16 beginning at line 29 (which continues onto page 17) of the specification with the following:

Referring now to another feature of the invention, Fig. [8] 9, 9A show[[s]] a modified form of pad generally designated 28a and including a backing stiffener 78a, a radially outer shoulder 82a, a generally radially extending outer margin 84a and a sharp outer edge 85a. The pad body 70a likewise includes a small lip or edge 86a where the backing stiffener margin 84a meets the pad body 70a. In Fig. [8] 9, 9A, the body 70a is shown to comprise two layers laminated together, a largely exposed or axially outer body portion 90a and an axially inner portion 91a. The inner portion 91a is arranged so that, as shown in Fig. 9A, a small exposed margin 93a can be seen when the pad is viewed looking at the working [face] surface 76a. The remainder of the working surface 76a comprises the axially outer, ~~exposed~~ ~~convex~~ working surface 76a of the body 90a.

Please replace the last paragraph of page 17 beginning at line 34 (which continues on to page 18 line 6) with the following:

Thus, as shown in Fig. 10, with a predetermined pressure applied to the pad by tilting the handle axis, a portion [23] of one side of the [pad] working surface 76 ~~is in~~ forms a contact area 23 with the surface 14 to be painted. The remainder of the pad, while filled with paint, does not contact an adjacent surface. Subsequently, as the pad is advanced along the surface 14 to be painted in the direction shown by arrow "A", the portion of

the pad 28 containing a reserve of paint rotates so as to become a part of the contact area 23, thus applying paint to the surface.